

GIBSON, DUNN & CRUTCHER LLP

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Attorneys for the Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
IN RE:	:	Chapter 11
	:	
ARCAPITA BANK B.S.C.(c), et al.,	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	Joint Administration Requested
	:	
-----X	:	

AMENDED NOTICE OF FILING OF PROPOSED FOURTEENTH INTERIM BUDGET TO DEBTORS' MOTION FOR INTERIM AND FINAL ORDERS (A) AUTHORIZING DEBTORS TO (I) CONTINUE EXISTING CASH MANAGEMENT SYSTEM, BANK ACCOUNTS, AND BUSINESS FORMS AND (II) CONTINUE ORDINARY COURSE INTERCOMPANY TRANSACTIONS; AND (B) GRANTING AN EXTENSION OF TIME TO COMPLY WITH THE REQUIREMENTS OF SECTION 345(B) OF THE BANKRUPTCY CODE

Pursuant to the Debtors' Motion for Interim and Final Orders (A) Authorizing Debtors to (I) Continue Existing Cash Management System, Bank Accounts, and Business Forms and (II) Continue Ordinary Course Intercompany Transactions; and (B) Granting an Extension of Time to Comply with the Requirements of Section 345(b) of the Bankruptcy Code (Docket Entry No. 12) filed on March 20, 2012, Arcapita Bank B.S.C.(c) and its affiliated chapter 11 debtors, as debtors and debtors in possession, hereby file their Budget for the period from March 24, 2013 through May 4, 2013.

Dated: New York, New York
March 15, 2013

Respectfully submitted,

/s/ Michael A. Rosenthal

Michael A. Rosenthal (MR-7006)

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ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION



Cash Flow Forecast - CONSOLIDATED
For the Period Ending 5/4/13

	4	5	5	5	5	6	
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
(\$'s in 000's)	3/24/13	3/31/13	4/7/13	4/14/13	4/21/13	4/28/13	6 Weeks Ending
	3/30/13	4/6/13	4/13/13	4/20/13	4/27/13	5/4/13	5/4/13
Receipts							
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-
Management Fees	-	3,150	748	437	-	-	4,335
Yield from Deal Companies	-	-	-	-	1,300	-	1,300
All Other	-	-	-	-	-	-	-
Total Receipts	-	3,150	748	437	1,300	-	5,635
Disbursements							
G&A Expenses							
Atlanta	19	120	61	175	9	90	473
Bahrain	331	387	643	317	318	655	2,650
Hong Kong	-	-	-	-	-	-	-
London	538	309	331	18	313	21	1,529
Singapore	7	121	162	16	7	879	1,193
Point Park Properties	150	100	100	100	100	100	650
Total G&A Expenses	1,045	1,036	1,296	626	748	1,745	6,496
Staff Expenses							
Atlanta	144	-	-	144	50	144	482
Bahrain	-	-	-	-	959	1	960
Hong Kong	-	-	-	-	-	-	-
London	-	-	11	25	304	-	340
Singapore	-	-	-	166	-	-	166
Point Park Properties	-	-	-	-	-	-	-
Total Staff Expenses	144	-	11	335	1,312	145	1,948
Other Expenses							
AHQ Payments	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-
Deal Funding & Expenses							
Private Equity	-	175	-	-	-	-	175
Real Estate	12,957	479	-	366	-	-	13,802
Infrastructure	1,100	575	-	-	-	-	1,675
Venture Capital	-	-	-	-	-	-	-
Total Deal Funding & Expenses	14,057	1,229	-	366	-	-	15,652
Total Disbursements	15,246	2,265	1,307	1,326	2,061	1,890	24,096
Operating Cash Flow	(15,246)	885	(559)	(889)	(761)	(1,890)	(18,461)
Restructuring							
Restructuring Fees	1,054	7,940	-	3,283	-	74	12,351
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-	-	-
Payroll Adjustments	1,454	397	37	2,154	-	-	4,041
Other Restructuring Costs	-	-	-	-	-	-	-
Total Restructuring	2,508	8,337	37	5,437	-	74	16,392
Debt Service							
Financing Cost - SCB	-	500	2,000	-	-	500	3,000
DIP Interest & Fees	-	250	56	1,178	-	-	1,485
DIP (Receipts)/Payments	-	-	-	-	-	-	-
Restructuring Accrual / Completion Fees Adj	-	-	-	-	-	-	-
Total Debt Service	-	750	2,056	1,178	-	500	4,485
Net Cash Flow	(17,754)	(8,202)	(2,653)	(7,504)	(761)	(2,464)	(39,338)
Intercompany Transfers							
Cash Inflows (Source of Cash)	1,632	5,686	5,226	2,661	2,250	200	17,655
Cash Outflows (Use of Cash)	1,632	5,686	5,226	2,661	2,250	200	17,655
Total Intercompany Transfers	-	-	-	-	-	-	-
Balances & Liquidity							
Beginning Book Balance	122,116	104,362	96,159	93,507	86,002	85,242	122,116
Net Receipts, Disbursements & Transfers	(17,754)	(8,202)	(2,653)	(7,504)	(761)	(2,464)	(39,338)
Ending Book Balance	104,362	96,159	93,507	86,002	85,242	82,778	82,778
Float/Foreign Exchange	500	500	500	500	500	500	500
Interbank Transfers	-	-	-	-	-	-	-
Less: Placements Held at Banks	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)
Ending Bank Balance	\$ 71,274	\$ 63,071	\$ 60,419	\$ 52,914	\$ 52,154	\$ 49,690	\$ 49,690



Cash Flow Forecast - TOTAL DEBTOR

For the Period Ending 5/4/13

(\$'s in 000's)	4						6 Weeks Ending 5/4/13
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	3/24/13	3/31/13	4/7/13	4/14/13	4/21/13	4/28/13	
	3/30/13	4/6/13	4/13/13	4/20/13	4/27/13	5/4/13	
Receipts							
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-
Management Fees	-	-	748	-	-	-	748
Yield from Deal Companies	-	-	-	-	1,300	-	1,300
All Other	-	-	-	-	-	-	-
Total Receipts	-	-	748	-	1,300	-	2,048
Disbursements							
G&A Expenses							
Bahrain	331	387	643	317	318	655	2,650
Total G&A Expenses	331	387	643	317	318	655	2,650
Staff Expenses							
Bahrain	-	-	-	-	959	1	960
Total Staff Expenses	-	-	-	-	959	1	960
Other Expenses							
AHQ Payments	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-
Deal Funding & Expenses							
Private Equity	-	175	-	-	-	-	175
Real Estate	12,957	479	-	366	-	-	13,802
Infrastructure	1,100	575	-	-	-	-	1,675
Venture Capital	-	-	-	-	-	-	-
Total Deal Funding & Expenses	14,057	1,229	-	366	-	-	15,652
Total Disbursements	14,388	1,616	643	682	1,277	656	19,262
Operating Cash Flow	(14,388)	(1,616)	105	(682)	23	(656)	(17,215)
Restructuring							
Restructuring Fees	1,054	7,940	-	3,283	-	74	12,351
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-
Payroll Adjustments	472	111	11	108	-	-	702
Other Restructuring Costs	-	-	-	-	-	-	-
Total Restructuring	1,526	8,051	11	3,392	-	74	13,053
Debt Service							
Financing Cost - SCB	-	500	2,000	-	-	500	3,000
DIP Interest & Fees	-	250	56	1,178	-	-	1,485
DIP Receipts/Payments	-	-	-	-	-	-	-
Restructuring Accrual / Completion Fees	-	-	-	-	-	-	-
Total Debt Service	-	750	2,056	1,178	-	500	4,485
Net Cash Flow	(15,914)	(10,417)	(1,962)	(5,252)	23	(1,230)	(34,752)
Intercompany Transfers							
Cash Inflows (Source of Cash)	-	5,000	5,000	-	2,250	-	12,250
Cash Outflows (Use of Cash)	1,632	5,686	5,226	2,661	2,250	200	17,655
Total Intercompany Transfers	(1,632)	(686)	(226)	(2,661)	-	(200)	(5,405)
Balances & Liquidity							
Beginning Book Balance	120,096	102,550	91,447	89,259	81,346	81,369	120,096
Net Receipts, Disbursements & Transfers	(17,546)	(11,103)	(2,188)	(7,913)	23	(1,430)	(40,157)
Ending Book Balance	102,550	91,447	89,259	81,346	81,369	79,939	79,939
Float/Foreign Exchange	400	400	400	400	400	400	400
Interbank Transfers	-	-	-	-	-	-	-
Less: Placements Held at Banks	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)
Ending Bank Balance	\$ 69,362	\$ 58,259	\$ 56,071	\$ 48,158	\$ 48,181	\$ 46,751	\$ 46,751



Cash Flow Forecast - NON-DEBTOR
For the Period Ending 5/4/13

(\$'s in 000's)	4						6 Weeks Ending 5/4/13
	Forecast 3/24/13	Forecast 3/31/13	Forecast 4/7/13	Forecast 4/14/13	Forecast 4/21/13	Forecast 4/28/13	
	3/30/13	4/6/13	4/13/13	4/20/13	4/27/13	5/4/13	
Receipts							
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-
Management Fees	-	3,150	-	437	-	-	3,587
Yield from Deal Companies	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-
Total Receipts	-	3,150	-	437	-	-	3,587
Disbursements							
G&A Expenses							
Atlanta	19	120	61	175	9	90	473
Hong Kong	-	-	-	-	-	-	-
London	538	309	331	18	313	21	1,529
Singapore	7	121	162	16	7	879	1,193
Point Park Properties	150	100	100	100	100	100	650
Total G&A Expenses	714	649	653	309	430	1,090	3,845
Staff Expenses							
Atlanta	144	-	-	144	50	144	482
Hong Kong	-	-	-	-	-	-	-
London	-	-	11	25	304	-	340
Singapore	-	-	-	166	-	-	166
Point Park Properties	-	-	-	-	-	-	-
Total Staff Expenses	144	-	11	335	354	144	988
Other Expenses							
Other	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-
Deal Funding & Expenses							
Private Equity	-	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-	-
Total Disbursements	858	649	664	644	783	1,234	4,834
Operating Cash Flow	(858)	2,501	(664)	(207)	(783)	(1,234)	(1,247)
Restructuring							
Restructuring Fees	-	-	-	-	-	-	-
Payroll Adjustments	982	286	26	2,045	-	-	3,339
Other	-	-	-	-	-	-	-
Total Restructuring	982	286	26	2,045	-	-	3,339
Debt Service							
Financing Cost - SCB	-	-	-	-	-	-	-
DIP Interest	-	-	-	-	-	-	-
DIP Receipts/Payments	-	-	-	-	-	-	-
Restructuring Accrual / Completion Fees	-	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-	-
Net Cash Flow	(1,841)	2,215	(690)	(2,252)	(783)	(1,234)	(4,586)
Intercompany Transfers							
Cash Inflows (Source of Cash)	1,632	686	226	2,661	-	200	5,405
Cash Outflows (Use of Cash)	-	-	-	-	-	-	-
Total Intercompany Transfers	1,632	686	226	2,661	-	200	5,405
Balances & Liquidity							
Beginning Book Balance	2,020	1,812	4,712	4,248	4,656	3,873	2,020
Net Receipts, Disbursements & Transfers	(208)	2,901	(464)	409	(783)	(1,034)	819
Ending Book Balance	1,812	4,712	4,248	4,656	3,873	2,839	2,839
Float/Foreign Exchange	100	100	100	100	100	100	100
Interbank Transfers	-	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-	-
Ending Bank Balance	\$ 1,912	\$ 4,812	\$ 4,348	\$ 4,756	\$ 3,973	\$ 2,939	\$ 2,939



Cash Flow Forecast - DEBTOR (Bahrain)

For the Period Ending 5/4/13

(\$'s in 000's)	4						6 Weeks Ending 5/4/13
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	3/24/13	3/31/13	4/7/13	4/14/13	4/21/13	4/28/13	
	3/30/13	4/6/13	4/13/13	4/20/13	4/27/13	5/4/13	
Receipts							
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-
Management Fees	-	-	748	-	-	-	748
Yield from Deal Companies	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-
Total Receipts	-	-	748	-	-	-	748
Disbursements							
G&A Expenses							
Bahrain	331	387	643	317	318	655	2,650
Total G&A Expenses	331	387	643	317	318	655	2,650
Staff Expenses							
Bahrain	-	-	-	-	959	1	960
Total Staff Expenses	-	-	-	-	959	1	960
Other Expenses							
AHQ Payments	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-
Deal Funding & Expenses							
Private Equity	-	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-	-
Total Disbursements	331	387	643	317	1,277	656	3,610
Operating Cash Flow	(331)	(387)	105	(317)	(1,277)	(656)	(2,863)
Restructuring							
Restructuring Fees	1,054	7,135	-	2,741	-	74	11,004
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-
Payroll Adjustments	472	111	11	108	-	-	702
Other	-	-	-	-	-	-	-
Total Restructuring	1,526	7,246	11	2,850	-	74	11,706
Debt Service							
Financing Cost - SCB	-	-	-	-	-	-	-
DIP Interest & Fees	-	-	-	-	-	-	-
DIP Receipts/Payments	-	-	-	-	-	-	-
Restructuring Accrual / Completion Fees	-	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-	-
Net Cash Flow	(1,856)	(7,633)	94	(3,166)	(1,277)	(730)	(14,568)
Intercompany Transfers							
Cash Inflows (Source of Cash)	-	5,000	5,000	-	2,250	-	12,250
Cash Outflows (Use of Cash)	66	97	26	192	-	-	381
Total Intercompany Transfers	(66)	4,903	4,974	(192)	2,250	-	11,869
Balances & Liquidity							
Beginning Book Balance	39,233	37,311	34,581	39,649	36,291	37,264	39,233
Net Receipts, Disbursements & Transfers	(1,922)	(2,730)	5,068	(3,358)	973	(730)	(2,699)
Ending Book Balance	37,311	34,581	39,649	36,291	37,264	36,534	36,534
Float/Foreign Exchange	400	400	400	400	400	400	400
Interbank Transfers	-	-	-	-	-	-	-
Less: Placements Held at Banks	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)
Ending Bank Balance	\$ 4,123	\$ 1,393	\$ 6,461	\$ 3,103	\$ 4,076	\$ 3,346	\$ 3,346



Cash Flow Forecast - AIHL (DEBTOR)

For the Period Ending 5/4/13

(\$'s in 000's)	4						6 Weeks Ending 5/4/13
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	3/24/13	3/31/13	4/7/13	4/14/13	4/21/13	4/28/13	
	3/30/13	4/6/13	4/13/13	4/20/13	4/27/13	5/4/13	
Receipts							
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	1,300	-	1,300
All Other	-	-	-	-	-	-	-
Total Receipts	-	-	-	-	1,300	-	1,300
Disbursements							
G&A Expenses	-	-	-	-	-	-	-
Total G&A Expenses	-	-	-	-	-	-	-
Staff Expenses	-	-	-	-	-	-	-
Total Staff Expenses	-	-	-	-	-	-	-
Other Expenses	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-
Deal Funding & Expenses	-	-	-	-	-	-	-
Private Equity	-	175	-	-	-	-	175
Real Estate	12,957	479	-	366	-	-	13,802
Infrastructure	1,100	575	-	-	-	-	1,675
Venture Capital	-	-	-	-	-	-	-
Total Deal Funding & Expenses	14,057	1,229	-	366	-	-	15,652
Total Disbursements	14,057	1,229	-	366	-	-	15,652
Operating Cash Flow	(14,057)	(1,229)	-	(366)	1,300	-	(14,352)
Restructuring							
Restructuring Fees	-	805	-	542	-	-	1,347
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-	-	-
Payroll Adjustments	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total Restructuring	-	805	-	542	-	-	1,347
Debt Service							
Financing Cost - SCB	-	500	2,000	-	-	500	3,000
DIP Interest & Fees	-	250	56	1,178	-	-	1,485
DIP Receipts/Payments	-	-	-	-	-	-	-
Restructuring Accrual / Completion Fees	-	-	-	-	-	-	-
Total Debt Service	-	750	2,056	1,178	-	500	4,485
Net Cash Flow	(14,057)	(2,784)	(2,056)	(2,086)	1,300	(500)	(20,184)
Intercompany Transfers							
Cash Inflows (Source of Cash)	-	-	-	-	-	-	-
Cash Outflows (Use of Cash)	1,566	5,588	5,200	2,469	2,250	200	17,274
Total Intercompany Transfers	(1,566)	(5,588)	(5,200)	(2,469)	(2,250)	(200)	(17,274)
Balances & Liquidity							
Beginning Book Balance	80,863	65,239	56,866	49,610	45,055	44,105	80,863
Net Receipts, Disbursements & Transfers	(15,624)	(8,373)	(7,256)	(4,555)	(950)	(700)	(37,458)
Ending Book Balance	65,239	56,866	49,610	45,055	44,105	43,405	43,405
Float/Foreign Exchange	-	-	-	-	-	-	-
Interbank Transfers	-	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-	-
Ending Bank Balance	\$ 65,239	\$ 56,866	\$ 49,610	\$ 45,055	\$ 44,105	\$ 43,405	\$ 43,405